

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MARSH USA INC.,

Plaintiff,

-V-

MICHAEL MACHUA MILLETT et al.,

Defendants.

22-CV-6656 (JMF)

ORDER

JESSE M. FURMAN, United States District Judge:

Plaintiff Marsh USA Inc. brings this action against Defendants Michael Machua Millett and Northeast Series of Lockton Companies, LLC (the “Defendant LLC”), invoking the Court’s subject-matter jurisdiction on the ground of diversity of citizenship. *See* 28 U.S.C. § 1332.

Plaintiff alleges that it is a citizen of Delaware and New York. ECF No. 1 (“Complaint”) ¶ 19; *see* 28 U.S.C. § 1332(c)(1) (“[A] corporation shall be deemed to be a citizen of every State . . . by which it has been incorporated and of the State . . . where it has its principal place of business . . .”).¹ It also alleges that the Defendant LLC has its principal place of business in Missouri. Complaint ¶ 21.

It is well established that a limited liability company (“LLC”) is deemed to be a citizen of each state of which its members are citizens, not where its principal place of business is located. *See, e.g., Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51-52 (2d Cir. 2000); *see also Altissima Ltd. v. One Niagara LLC*, No. 08-CV-756S(M), 2010 WL 3504798, at *2 (W.D.N.Y.


¹ Plaintiff mistakenly writes in its complaint that it is a “limited liability company,” Complaint ¶ 19. Aside from the fact that Plaintiff’s name indicates that it is incorporated, Plaintiff’s Rule 7.1 Corporate Disclosure Statement, ECF No. 5, confirms that Plaintiff is a corporation, not a limited liability company.

Sept. 2, 2010) (noting that every other Court of Appeals to have considered LLC citizenship has held that an LLC has the citizenship of all of its members). Thus, a complaint premised upon diversity of citizenship must allege the citizenship of natural persons who are members of an LLC and the place of incorporation and principal place of business of any corporate entities that are members of the LLC (including the citizenship of any members of the LLC that are themselves LLCs). *See Handelsman*, 213 F.3d at 51-52; *see also, e.g., In re Bank of Am. Corp. Sec., Derivatives, and ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010). In the present case, the Complaint fails to do so. In addition, the Complaint alleges only the residential address of Michael Machua Millett rather than his state of citizenship, as required for purposes of diversity jurisdiction. Complaint ¶ 20; *see, e.g., Leveraged Leasing Admin. Corp. v. PacifiCorp Capital, Inc.*, 87 F.3d 44, 47 (2d Cir. 1996) (holding that a complaint that fails to plead citizenship of relevant parties does not properly assert diversity jurisdiction).

Accordingly, it is hereby ORDERED that, on or before **September 21, 2022**, Plaintiff shall amend its Complaint to allege the citizenship of each constituent person or entity comprising the Defendant LLC as well as the citizenship of all individual parties. If, by that date, Plaintiff is unable to amend the Complaint to truthfully allege complete diversity of citizenship, then the Complaint will be dismissed for lack of subject-matter jurisdiction without further notice to either party.

SO ORDERED.

Dated: September 15, 2022
New York, New York



JESSE M. FURMAN
United States District Judge